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February 27, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 23901 FILED
MAR 13 '02 3-18 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 6, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**
2650 Lou Menk Drive, Forth Worth, TX 76161

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**, covering 38 tank cars with reporting marks and numbers — DBUX 300008— DBUX 300129, NOT INCLUSIVE.

Please file this memorandum **SECOND** as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF MASTER NET RAILCAR LEASE

THIS MEMORANDUM OF MASTER NET RAILCAR LEASE, dated as of this 6th day of December, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties") and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, Fort Worth, TX 76161 (the "Lessee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of April 5, 2001 and effective as of April 27, 1999, and Schedule No. 05 thereto dated December 6, 2001 covering the equipment listed on Exhibit A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: JOSEPH J. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

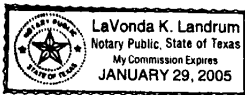
By: Rocky N. Elgie
Name: Rocky N. Elgie
Title: Director Fuel Management

RECORDATION NO. 23901 FILED
MAR 13 '02 3-18 PM
SURFACE TRANSPORTATION BOARD

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 29th day of November, 2001 before me personally appears
Rockie Elgie, to me personally known, who by me duly sworn, says that he/she is the
Director of Fuel Mgmt. of THE BURLINGTON NORTHERN SANTA FE RAILWAY
COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by
authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument
was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



LaVonda K. Landrum
Notary Public

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 6th day of December, 2001 before me personally appears
Joseph J. MAURONSKI, to me personally known, who by me duly sworn, says that he/she is the
VICE - PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the
"Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its
Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act
and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Joseph J. Mauronski
Notary Public

SCHEDULE A

Quantity
38

Equipment Description
28,000 through 31,000 gallon
capacity tank cars, non-coiled,
non insulated.

Car Marks and Numbers

1	DBUX	300008
2	DBUX	300012
3	DBUX	300013
4	DBUX	300015
5	DBUX	300016
6	DBUX	300041
7	DBUX	300048
8	DBUX	300070
9	DBUX	300071
10	DBUX	300072
11	DBUX	300074
12	DBUX	300076
13	DBUX	300077
14	DBUX	300096
15	DBUX	300097
16	DBUX	300098
17	DBUX	300099
18	DBUX	300100
19	DBUX	300101

20	DBUX	300102
21	DBUX	300104
22	DBUX	300105
23	DBUX	300106
24	DBUX	300107
25	DBUX	300108
26	DBUX	300110
27	DBUX	300115
28	DBUX	300118
29	DBUX	300119
30	DBUX	300120
31	DBUX	300121
32	DBUX	300122
33	DBUX	300123
34	DBUX	300124
35	DBUX	300125
36	DBUX	300126
37	DBUX	300128
38	DBUX	300129